

**362.2-911 Consequence of transacting business without authority. (Repealed, effective January 1, 2011)**

- (1) A foreign limited partnership transacting business in this Commonwealth shall not maintain an action or proceeding in this Commonwealth unless it has applied for and received a certificate of authority.
- (2) The successor to a foreign limited partnership that transacted business in this Commonwealth without having applied for and received a certificate of authority and the assignee of a cause of action arising out of that business shall not maintain a proceeding based on that cause of action in any court in this Commonwealth until the foreign limited partnership or its successor has applied for and received a certificate of authority.
- (3) A court may stay a proceeding commenced by a foreign limited partnership, its successor, or assignee, until it determines whether the foreign limited partnership or its successor is obligated to have received a certificate of authority. If it so determines, then the court may further stay the proceeding until the limited partnership or its successor has applied for and received a certificate of authority.
- (4) The failure of a foreign limited partnership to have in effect a certificate of authority does not impair the validity of a contract or act of the foreign limited partnership or preclude it from defending an action or proceeding in this Commonwealth.
- (5) A limitation on personal liability of a partner is not waived solely by transacting business in this Commonwealth without having applied for and received a certificate of authority.
- (6) A foreign limited partnership transacting business in this Commonwealth without filing and having received a certificate of authority shall be deemed to have appointed the Secretary of State as its agent for service of process with respect to causes of action arising out of the transaction of business in this Commonwealth.
- (7) A foreign limited partnership shall be liable for a civil penalty of two dollars (\$2) for each day, but not to exceed a total of five hundred dollars (\$500) for each year, it transacts business in this Commonwealth without having received a certificate of authority. The Attorney General may collect all penalties due under this subsection.

**Effective:** July 15, 2010

**History:** Created 2010 Ky. Acts ch. 133, sec. 6, effective July 15, 2010; and repealed ch. 151, sec. 151, effective January 1, 2011.

**Legislative Research Commission Note** (1/1/2011). 2010 Ky. Acts ch. 151, sec. 151, has repealed this statute effective January 1, 2011.